

There being no further business to come before the Board at this time, on motion made and seconded, the meeting was recessed until 9:30 O'clock A. M. Wednesday September 5th, 1973.

ATTEST Nelda Hunt . . . . .  
Nelda Hunt, Deputy Clerk

APPROVED William M. Smith . . . . .  
William M. Smith, Chairman

September 5th, 1973  
Holbrook, Arizona

The Board of Supervisors, of Navajo County, State of Arizona, in recessed session met at 9:30 O'clock A.M., on the above date with all members of the Board, the Deputy Clerk present.

RESOLUTION TO BE ADOPTED BY THE  
BOARD OF SUPERVISORS OF THE  
COUNTY OF NAVAJO, ARIZONA

NOW, THEREFORE, BE IT RESOLVED that the application of Hal F. Butler, Frank L. Crosby and Raleigh W. Johnson for permission to incorporate a pollution control corporation for the County, to be known as the "Navajo County, Arizona Pollution Control Corporation" be and it is hereby approved and said Hal F. Butler, Frank L. Crosby and Raleigh W. Johnson be, and they hereby are authorized to proceed with the incorporation of said Corporation as prescribed in Title 9, Chapter 12, Arizona Revised Statutes.

Approved and passed this 5th day, of September 1973, at Holbrook, County of Navajo, State of Arizona.

Navajo County Board of Supervisors

(SEAL) William M. Smith . . . . .  
William M. Smith, Chairman

ATTEST, Nelda Hunt . . . . .  
Nelda Hunt, Deputy Clerk

Recorded in Navajo County Recorders office in Docket 396 Page 303.

RESOLUTION TO BE ADOPTED BY THE  
BOARD OF SUPERVISORS OF THE  
COUNTY OF NAVAJO, ARIZONA

WHEREAS, the undersigned Board of Supervisors of the County of Navajo, Arizona has received and duly considered the application, a copy of which is appended hereto as Appendix A, of Hal F. Butler, Frank L. Crosby and Raleigh W. Johnson, each a duly qualified elector of the County of Navajo, which application is dated August 29, 1973, and was filed with the Clerk of this Board in accordance with Title 9, Chapter 12, Arizona Revised Statutes (the "Act"), for permission to incorporate a pollution control corporation for the County of Navajo to be known as the "Navajo County, Arizona Pollution Control Corporation" (the "Corporation"); and

WHEREAS, the purpose of the Corporation shall be to carry out the purposes of the Act to protect and improve the environment and preserve the health and welfare of the citizens of the County by acquiring or financing the acquisition by others situated within the County of pollution control facilities as defined in the Act; and

WHEREAS, the undersigned members of the Board of Supervisors of the County of Navajo have determined that it is wise, expedient, advisable and in the public interest of the County of Navajo that the application be approved and the persons making said application be authorized to proceed with the incorporation of the Corporation as prescribed by the Act;

NOW, THEREFORE, BE IT RESOLVED that the application of Hal F. Butler, Frank L. Crosby and Raleigh W. Johnson for permission to incorporate a pollution control corporation for the County, to be known as the "Navajo County, Arizona Pollution Control Corporation" be and it is hereby approved and

said Hal F. Butler, Frank L. Crosby and Raleigh W. Johnson be, and they hereby are authorized to proceed with the incorporation of said Corporation as prescribed in Title 9, Chapter 12, Arizona Revised Statutes.

William M Smith  
Supervisor, County of Navajo, Arizona

M. J. O'Hare  
Supervisor, County of Navajo, Arizona

L. J. Palmer  
Supervisor, County of Navajo, Arizona

Attest:

Della Hunt Deputy  
Clerk

Dated: September 5th 1973.

AUG 29 1973

August 29, 1973

Clerk of the Board of  
Supervisors of Navajo  
County  
Holbrook, Arizona 86025

Dear Sir:

The undersigned three qualified electors of the County of Navajo, Arizona (the "County"), hereby apply, in accordance with Title 9, Chapter 12, Arizona Revised Statutes (the "Act"), for permission to incorporate a pollution control corporation for the County, to be known as the "Navajo County, Arizona Pollution Control Corporation" (the "Corporation").

The Corporation shall be formed to carry out the purposes of the Act to protect and improve the environment and preserve the health and welfare of the citizens of the County by acquiring or financing the acquisition by others situated within the County of pollution control facilities as defined in the Act.

A copy of the proposed Articles of Incorporation, substantially in the form that will be filed with the Arizona Corporation Commission, is submitted herewith as Appendix A.

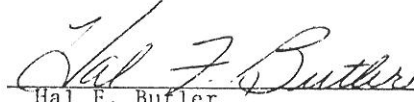
DOCKET 396 PAGE 305

Clerk of the Board of  
Supervisors of Navajo  
County  
August 29, 1973  
Page Two


Also submitted herewith, as Appendix B, is a certificate of the County Recorder of the County of Navajo, Arizona certifying that each of the undersigned is a registered voter and qualified elector in the County.

The undersigned would very much appreciate your presenting this application to the attention of the Board of Supervisors for its approval at its meeting on September 4, 1973.

Very truly yours,

  
Hal F. Butler  
703 Old Linden Road  
Show Low, Arizona

  
Frank L. Crosby  
445 Lakeview Drive  
Pinetop, Arizona

  
Raleigh W. Johnson  
115 East Arizona Street  
Holbrook, Arizona

Enclosures

DOCKET 396 PAGE 306

APPENDIX A

ARTICLES OF INCORPORATION  
OF  
NAVAJO COUNTY, ARIZONA  
POLLUTION CONTROL CORPORATION

A Political Subdivision of the State of Arizona

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The undersigned, Hal F. Butler, Frank L. Crosby and Raleigh W. Johnson, desiring and having been authorized by the Board of Supervisors of the County of Navajo, Arizona (the "County") to organize and incorporate a pollution control corporation for the County pursuant to the provisions of Title 9, Chapter 12, Arizona Revised Statutes (the "Act"), and being all the incorporators of the corporation hereby organized and incorporated, do make, sign, file and hereby adopt these Articles of Incorporation.

ARTICLE I

The names of the persons forming the corporation and their respective residences are as follows:

<u>Name</u>	<u>Residence</u>
Hal F. Butler	703 Old Linden Road Show Low, Arizona
Frank L. Crosby	445 Lakeview Drive Pinetop, Arizona
Raleigh W. Johnson	115 East Arizona Street Holbrook, Arizona

Each of said persons is a qualified elector of the County.

ARTICLE II

The name of the corporation is and shall be the "Navajo County, Arizona Pollution Control Corporation" (hereinafter the "Corporation").

DOCKET 396 FILE 307

### ARTICLE III

The principal office of the Corporation shall be located at 115 East Arizona Street, Holbrook, Arizona, 86025, but other offices and places for conducting business may be established from time to time within the State of Arizona by the Board of Directors.

### ARTICLE IV

The general nature of the business to be undertaken by the Corporation and its powers are set forth in this Article.

A. On September 4, 1973, the Board of Supervisors of the County, being the governing body thereof, approved the application of the incorporators named in Article I hereof for permission to incorporate the Corporation as a pollution control corporation for the County pursuant to the provisions of the Act, for the purpose of financing the acquisition and installation of, or the construction and leasing of, property, machinery and equipment intended to prevent or limit air, water and other forms of pollution for the purpose of protecting the health and welfare of the citizens of the County, and to facilitate compliance with existing or future air, water and other quality standards designed to improve the environment.

B. The Corporation is a political subdivision of the State of Arizona and shall be a nonprofit corporation. No part of the Corporation's net earnings shall be distributed to or inure to the benefit of its Directors or officers or any private individual, firm or corporation, except that reasonable compensation may be paid for services rendered the Corporation, provided that no compensation shall be paid Directors other than reimbursement of out-of-pocket expenses. The duration of the existence of the Corporation shall be the maximum period permitted by law unless it shall be sooner dissolved pursuant to Section 9-1228 of the Act, in which case the property of the Corporation remaining after payment of its debts and charges shall be distributed to and vest in Navajo County, Arizona.

C. The Corporation shall have the following powers, together with all powers incidental thereto or convenient for the performance of the following:

1. To issue bonds to carry out any of its purposes.
2. To pay compensation for professional and other services as the Board of Directors shall deem necessary for the business of the Corporation.

3. To acquire by purchase, exchange, gift, lease or otherwise and to construct, improve and equip pollution control facilities.

4. To sell for cash or terms, exchange and convey pollution control facilities whenever its Board of Directors finds such action to be in furtherance of the purposes of the Corporation.

5. To lease pollution control facilities and collect rent therefor and terminate any such lease upon the failure of the lessee to comply with any of the lease obligations.

6. To make secured or unsecured loans for the purpose of financing or refinancing the acquisition, construction, improvement or equipping of pollution control facilities, to charge and collect interest on such loans and pledge the proceeds of loan agreements as security for the payment of the principal and interest of bonds, or designated issues of bonds, issued by the Corporation and any agreements made in connection therewith, whenever the Board of Directors finds such loans to be in furtherance of the purposes of the Corporation.

7. To mortgage, pledge or otherwise encumber any or all of its properties, or any part or parts thereof, whether then owned or later acquired and to pledge the revenues and receipts from such properties as security for the payment of the principal and interest of bonds, or designated issues of bonds, issued by the Corporation and any agreements made in connection therewith.

8. To invest funds of the Corporation as the Board of Directors shall direct.

9. To acquire and hold obligations of any kind to carry out any of its purposes.

10. To enter into contracts and execute any agreement or instrument and do any other act necessary or appropriate to carry out its purposes.

11. To exercise all additional powers granted by Title 10, Arizona Revised Statutes, and all other powers permitted corporations by law including the power to incur unlimited debt, to buy, sell, lease and trade real and personal properties and to enter into joint ventures or limited or general partnership agreements with any corporation, association, syndicate, partnership, person or governmental authority as principal, agent, broker or otherwise.



#### ARTICLE V

The affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than three nor more than nine directors, the exact number of which shall be three until changed by a resolution by the Board of Directors. All Directors shall be duly qualified electors of the County. Decisions of the Board of Directors shall be by majority vote. The Directors shall serve without compensation except that they shall be reimbursed for their actual expenses incurred in the performance of their duties. No Director shall be an officer or employee of the County. The initial Directors shall be elected by the incorporators of the Corporation. Directors shall hold office for overlapping terms. At the time of the election of the first Board of Directors, the Directors shall be divided into three groups containing as nearly equal numbers as possible. The first term of the Directors included in the first group shall be two years, the first term of the Directors included in the second group shall be four years, the first term of the Directors included in the third group shall be six years. The terms of all Directors thereafter shall be six years. The Directors shall elect their successors and fill vacancies in the Board of Directors subject to the approval of the Board of Supervisors of the County.

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer, together with such additional officers as the Board of Directors may deem necessary. Any two offices, except those of President and Vice President, may be held by the same person. The officers of the Corporation shall be elected at the first meeting of the Board of Directors for terms of two years and successor officers shall be similarly elected when any office becomes vacant. Any officer may be removed by the Board of Directors.

The Board of Directors will adopt Bylaws for the Corporation, and such Bylaws may be amended, supplemented, repealed or suspended, or new Bylaws may be adopted, as provided for therein. Such Bylaws may provide for an executive and other committees having such powers of the full Board of Directors as may be set forth in the Bylaws or in one or more supplemental resolutions of the Board of Directors.

#### ARTICLE VI

The Corporation hereby appoints Richard Snell, whose address is 3100 Valley Center, Phoenix, Arizona 85073, and who has been a bona fide resident of Arizona for at least three

years, its lawful agent in and for the State of Arizona for and on behalf of this Corporation, to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the Corporation in any of the Courts of this State. Such service of process or notice, or the acceptance thereof by said agent and endorsed thereon, will have the same force and effect as if served upon the President and Secretary of the Corporation. The foregoing appointment may be revoked at any time by the filing of an appointment of a successor agent.

#### ARTICLE VII

These Articles of Incorporation may be amended, provided that a majority of the members of the Board of Directors of the Corporation first shall file with the Board of Supervisors of the County a written application seeking permission to amend these Articles and specifying the amendment proposed to be made and that the Board of Supervisors of the County shall adopt a resolution authorizing the Board of Directors so to amend the Articles in accordance with the provisions of Title 10, Arizona Revised Statutes.

#### ARTICLE VIII

The Corporation may indemnify any and all of its Directors and officers, or former Directors and officers, against expenses incurred by them, including legal fees, or judgments or penalties rendered or levied against any such person in a legal action brought against any such person for actions or omissions alleged to have been committed by any such person while acting within the scope of his employment as a Director or officer of the Corporation, provided that the Board of Directors shall determine in good faith that such person did not act, fail to act or refuse to act wilfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or omission. This indemnification shall be in addition to all other rights of indemnification available by law to an officer or Director, or former officer or Director, of the Corporation.

#### ARTICLE IX

The Corporation shall have neither members nor stockholders.

ARTICLE X

The annual meeting of the Board of Directors shall be held at the principal office of the Corporation, or at such other place as the Directors or the Bylaws of the Corporation may specify, on the second Tuesday in May of each year, if not a legal holiday, and if a legal holiday, on the next succeeding day not a legal holiday.

ARTICLE XI

The private property of the incorporators, promoters, officers, Directors and employees of the Corporation shall be exempt from any and all debts, charges and expenses of the Corporation.

ARTICLE XII

The time of commencement of this Corporation will be the date of the issuance to it of a Certificate of Incorporation by the Arizona Corporation Commission, and the termination thereof will be twenty-five (25) years thereafter, with the privilege of renewal as provided by law.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on September \_\_, 1973.

\_\_\_\_\_  
Hal F. Butler  
703 Old Linden Road  
Show Low, Arizona

\_\_\_\_\_  
Frank L. Crosby  
445 Lakeview Drive  
Pinetop Arizona

\_\_\_\_\_  
Raleigh W. Johnson  
115 East Arizona Street  
Holbrook, Arizona

STATE OF ARIZONA    }  
County of Navajo    } ss.

          This instrument was acknowledged before me on Septem-  
ber \_\_, 1973 by Hal F. Butler, Frank L. Crosby and Raleigh W.  
Johnson.

My Commission Expires:

\_\_\_\_\_

\_\_\_\_\_  
Notary Public

APPENDIX B

Office of County Recorder  
COUNTY OF NAVAJO  
State of Arizona

TO WHOM IT MAY CONCERN

STATE OF ARIZONA    )  
                          ) ss.  
County of Navajo    )

I, Jay H. Turley, Recorder for the County of Navajo, State of Arizona, do hereby certify that Hal F. Butler, Frank L. Crosby and Raleigh W. Johnson are qualified electors and registered voters in the County of Navajo.

WITNESS my hand and official seal this 24<sup>th</sup> day of August, 1973.

Jay H. Turley  
Navajo County Recorder  
Holbrook, Arizona

By: Rutha Schell  
Deputy

# 9005  
RECORDED AT THE REQUEST OF  
Navajo County Board of Supervisors  
September 5 A. D. 1973 AT 4:50 O'CLOCK P.M.  
IN DOCKET 396, Off. Records PAGE s 303-314,  
RECORDS OF NAVAJO COUNTY, ARIZONA Inclusive  
JAY H. TURLEY RECORDER  
BY Jay H. Turley DEPUTY

DOCKET 396 PAGE 314